



UPPER MERION & PLYMOUTH RAILROAD COMPANY

~~PO BOX 404 Conshohocken PA 19380~~ ~~PA 19380~~ ~~PA 19380~~ ~~PA 19380~~

2215 Sanders Rd., Suite 370
Northbrook, IL 60062

(312) 272-8350

March 12, 1984

RECORDATION NO. 14222-B
FILED 1425

No.

4-079A025
MAR 19 1984

Date

10.00

Mr. James H. Bayne
Acting Secretary

Interstate Commerce Commission
Washington, D.C. 20423

MAR 19 1984 9 10 AM
INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of the Amendment to Lease of Railroad Equipment, a secondary document, under the Lease of Railroad Equipment dated May 5, 1983.

The primary document to which this is connected is recorded under the Recordation number 14222.

The names and addresses of the parties to the enclosed documents are:

Lessor: Citicorp Leasing, Inc.
a Delaware corporation,
450 Mamaroneck Avenue
Third Floor, Zone 13,
Harrison, N.Y. 10528

Lessee: Upper Merion and Plymouth
Railroad Company, a Pennsylvania
corporation, P.O. Box 404
Conshohocken, Pennsylvania 19428

FILED
MAR 19 1984
FBI OFFICE, BALTIMORE

A general description of the railroad equipment covered by the enclosed document is as follows:

Eight (8) open top hopper cars, bearing the identification marks WSOR and twenty-six (26) open top hopper cars, bearing the identification marks UMPX.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc. 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

Mr. James H. Bayne
Interstate Commerce Commission
March 12, 1984

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Company and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion & Plymouth Railroad Company

By Dennis T. Hurst
Dennis T. Hurst

SS/rlm

Enclosures

SENT VIA: Certified Mail

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Senders Road
Suite 370
Northbrook, Illinois 60062

March 19, 1984

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 3/19/84 at 9:40AM and assigned re-
recording number(s). 14222-B

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

STATE OF ILLINOIS)
)
COUNTY OF DUPAGE)

RECORDATION NO. 14222-B Filed 1425

MAR 19 1984 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

On this 12th day of MARCH, 1984, I hereby
certify that I have compared the attached copy of the Amendment
to Lease of Railroad Equipment between Upper Merion and Plymouth
Railroad Company and Citicorp Leasing Inc. dated February 29, 1984
with the original and have found the copy to be complete and identical
in all respects to the original document.



[Seal]

Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985

AMENDMENT

TO

LEASE OF RAILROAD EQUIPMENT

Dated as of May 5, 1983

Between

Citicorp Leasing, Inc.

as Lessor,

AND

The Upper Merion and Plymouth Railroad Company

as Lessee.

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RECORDATION F.O. Filed 1425

MAR 19 1984 - 9 11 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO

LEASE OF RAILROAD EQUIPMENT

THIS AMENDMENT is dated as of the 29th day of FEBRUARY, 1984 and amends that certain Lease of Railroad Equipment dated as of May 5, 1983 (the "Agreement") between Citicorp Leasing, Inc. (the "Lessor") and Upper Merion and Plymouth Railroad Company (the "Lessee").

WHEREAS the parties hereto are parties to the Lease of Railroad Equipment which was filed with the Interstate Commerce Commission at Recordation Number 14222 on December 20, 1983; and

WHEREAS, the parties hereto now desire to amend the Lease of Railroad Equipment as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Agreement covers certain open top hopper railroad cars (the "Equipment") more fully described on Schedule A to the Agreement. The parties hereto agree that the Lessee may change the equipment numbers on certain items of Equipment and that the Agreement and Schedule A thereto are hereby amended to change the equipment numbers for the following items of Equipment.

The item of Equipment
bearing the number

Shall be changed to
Equipment number

TWRY 6083
TWRY 6087
TWRY 6099
TWRY 6103
TWRY 6111
TWRY 6114
TWRY 6119
TWRY 6174

WSOR 6083, effective 1/26/84
WSOR 6087, effective 1/26/84
WSOR 6099, effective 1/26/84
WSOR 6103, effective 1/26/84
WSOR 6111, effective 1/26/84
WSOR 6114, effective 1/26/84
WSOR 6119, effective 1/26/84
WSOR 6174, effective 1/26/84

UMP 6215
UMP 6216
UMP 6218
UMP 6220
UMP 6225
UMP 6231
UMP 6232
UMP 6234
UMP 6238
UMP 6242
UMP 6243
UMP 6245
UMP 6247
UMP 6248
UMP 6250

UMPX 6215, effective 2/13/84
UMPX 6216, effective 2/13/84
UMPX 6218, effective 2/13/84
UMPX 6220, effective 2/13/84
UMPX 6225, effective 2/13/84
UMPX 6231, effective 2/13/84
UMPX 6232, effective 2/13/84
UMPX 6234, effective 2/13/84
UMPX 6238, effective 2/13/84
UMPX 6242, effective 2/13/84
UMPX 6243, effective 2/13/84
UMPX 6245, effective 2/13/84
UMPX 6247, effective 2/13/84
UMPX 6248, effective 2/13/84
UMPX 6250, effective 2/13/84

The item of Equipment
bearing the number

Shall be changed to
Equipment number

UMP 6258
UMP 6261
UMP 6268
UMP 6282
UMP 6283
UMP 6284
UMP 6286
UMP 6288
UMP 6289
UMP 6290
UMP 6292

UMPX 6258, effective 2/13/84
UMPX 6261, effective 2/13/84
UMPX 6268, effective 2/13/84
UMPX 6282, effective 2/13/84
UMPX 6283, effective 2/13/84
UMPX 6284, effective 2/17/84
UMPX 6286, effective 2/13/84
UMPX 6288, effective 2/13/84
UMPX 6289, effective 2/13/84
UMPX 6290, effective 2/13/84
UMPX 6292, effective 2/13/84

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Lessor and Lessee have executed this Amendment as of the day and year first above written.

CITICORP LEASING, INC.

ATTEST:

By Stephen Cain
Title: ASST. VICE PRESIDENT

Nina L. Pappas

UPPER MERION AND PLYMOUTH
RAILROAD COMPANY

ATTEST:

By Dennis Z. Hurst
Title: EXECUTIVE VICE PRESIDENT - FINANCE

Sharon L. Schumacher

STATE Illinois)
) ss.
COUNTY OF DuPage)

On this 29th day of FEBRUARY, 1984, before
me personally appeared Dennis T. Hurst, to me
personally known, who, being by me duly sworn, says that he/she
is Executive Vice President - Finance
of Upper Merion and Plymouth Railroad Company,
that the foregoing instrument was signed on behalf of said corporation
by proper authority therefor, and he/she acknowledged that the
execution of the foregoing instrument was the free act and deed of
said corporation.

Sharon Schumacher

Notary Public

(Notarial Seal)

My commission expires:

My Commission Expires Jan. 27, 1985

STATE OF New York)
COUNTY OF Westchester)

ss.

On this 8th day of March, 1984, before me personally appeared STEPHEN Cain, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of _____ that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nina L. Pappas
Notary Public

NINA L. PAPPAS
Notary Public, State of New York
No. 4754 ACS
Qualified in Westchester County
Exp. 12/31/85

[Notary Seal]

My commission expires:

3/30/85